

**STATE OF UTAH**  
DEPARTMENT OF NATURAL RESOURCES  
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT

<b>APPLICATION FOR PERMIT TO DRILL</b>		<b>1. WELL NAME and NUMBER</b> 14-35D-35 BTR
<b>2. TYPE OF WORK</b> DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>		<b>3. FIELD OR WILDCAT</b> ALTAMONT
<b>4. TYPE OF WELL</b> Oil Well      Coalbed Methane Well: NO		<b>5. UNIT or COMMUNITIZATION AGREEMENT NAME</b>
<b>6. NAME OF OPERATOR</b> BILL BARRETT CORP		<b>7. OPERATOR PHONE</b> 303 312-8134
<b>8. ADDRESS OF OPERATOR</b> 1099 18th Street Ste 2300, Denver, CO, 80202		<b>9. OPERATOR E-MAIL</b> tfallang@billbarrettcorp.com
<b>10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE)</b> Fee	<b>11. MINERAL OWNERSHIP</b> FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>	<b>12. SURFACE OWNERSHIP</b> FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>
<b>13. NAME OF SURFACE OWNER (if box 12 = 'fee')</b> Aronco Inc.		<b>14. SURFACE OWNER PHONE (if box 12 = 'fee')</b> 435-738-2065
<b>15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')</b> PO Box 115, Duchesne, UT 84021		<b>16. SURFACE OWNER E-MAIL (if box 12 = 'fee')</b>
<b>17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')</b>	<b>18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS</b> YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>	<b>19. SLANT</b> VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	893 FSL 1630 FWL	SESW	35	3.0 S	5.0 W	U
Top of Uppermost Producing Zone	810 FSL 1980 FWL	SESW	35	3.0 S	5.0 W	U
At Total Depth	810 FSL 1980 FWL	SESW	35	3.0 S	5.0 W	U

<b>21. COUNTY</b> DUCHEсне	<b>22. DISTANCE TO NEAREST LEASE LINE (Feet)</b> 810	<b>23. NUMBER OF ACRES IN DRILLING UNIT</b> 640
<b>25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed)</b> 3983	<b>26. PROPOSED DEPTH</b> MD: 9555    TVD: 9535	
<b>27. ELEVATION - GROUND LEVEL</b> 5553	<b>28. BOND NUMBER</b> LPM4138148	<b>29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE</b> 43-180

**Hole, Casing, and Cement Information**

String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
SURF	17.5	13.375	0 - 500	54.4	J-55 ST&C	8.8	Premium Plus	450	1.36	14.8
							Halliburton Premium , Type Unknown	210	1.36	14.8
I1	12.25	9.625	0 - 3000	36.0	J-55 ST&C	8.8	Halliburton Light , Type Unknown	450	3.16	11.0
PROD	8.75	5.5	0 - 9555	17.0	P-110 LT&C	9.6	Unknown	670	2.31	11.0
							Unknown	820	1.42	13.5

**ATTACHMENTS**

**VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES**

<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN
<input checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)	<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP

<b>NAME</b> Venessa Langmacher	<b>TITLE</b> Senior Permit Analyst	<b>PHONE</b> 303 312-8172
<b>SIGNATURE</b>	<b>DATE</b> 04/01/2013	<b>EMAIL</b> vlangmacher@billbarrettcorp.com
<b>API NUMBER ASSIGNED</b> 43013521200000	<b>APPROVAL</b>   Permit Manager	

# T3S, R5W, U.S.B.&M.

# BILL BARRETT CORPORATION

Section Corner  
Re-Established from  
Ties by Alfred & Assoc.  
(Not Set on Ground)

Well location, #14-35D-35 BTR, located as shown in the SE 1/4 SW 1/4 of Section 35, T3S, R5W, U.S.B.&M., Duchesne County, Utah.

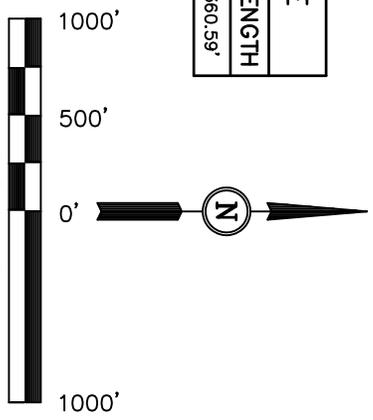
### BASIS OF ELEVATION

BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, RAW, U.S.B.&M., TAKEN FROM THE DUCHESNE SE, QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED ON CAP AS BEING 6097 FEET.

### BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

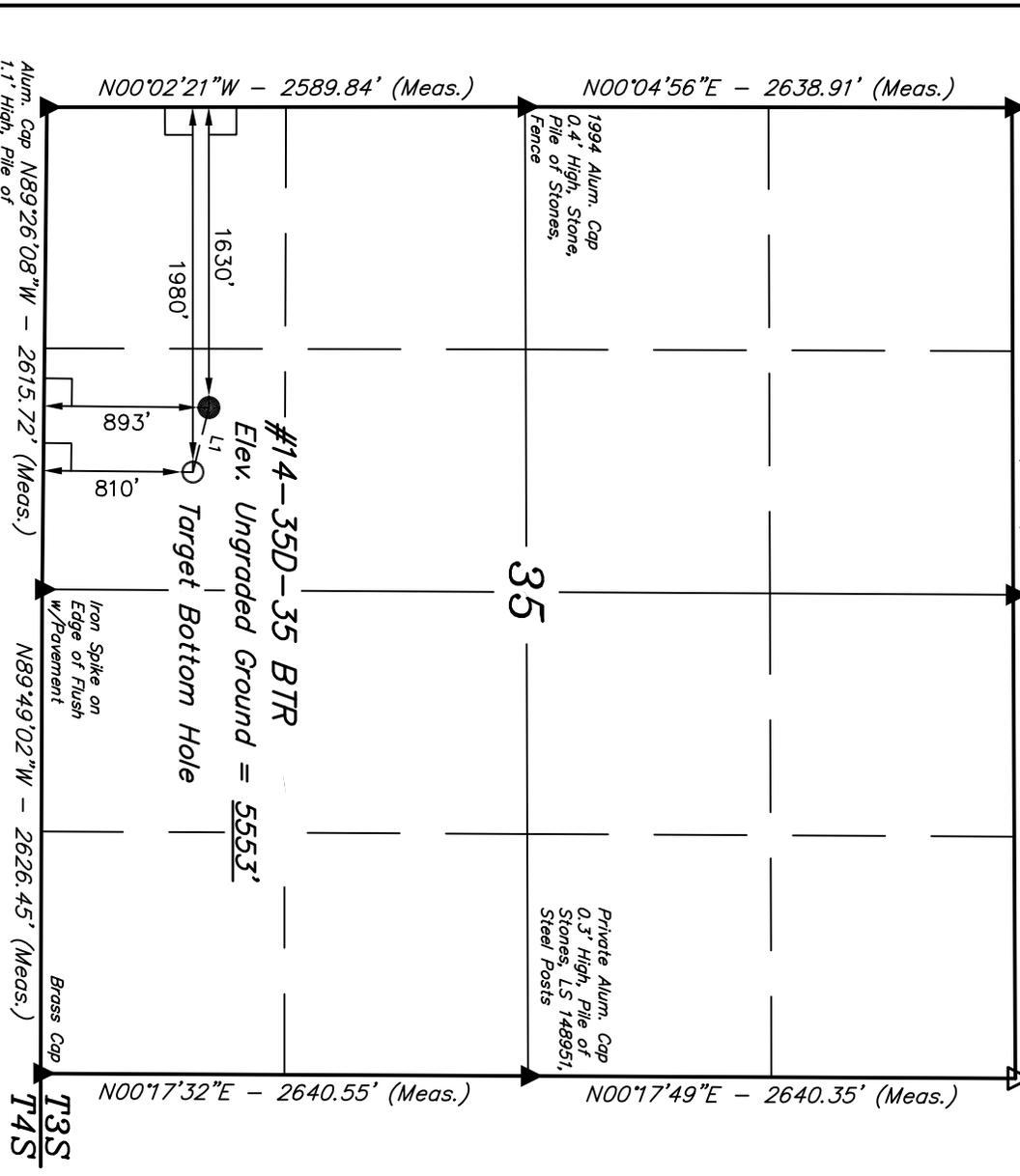
LINE	DIRECTION	LENGTH
L1	S76°04'46"E	360.59'



### CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PART WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

*Bill Barrett*  
 REGISTERED LAND SURVEYOR  
 REGISTRATION NO. 161319  
 STATE OF UTAH  
 08-30-12



### LEGEND:

- △ = SECTION CORNERS RE-ESTABLISHED. (Not Set on Ground.)
- = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

NAD 83 (TARGET BOTTOM HOLE)		NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°10'18.08"	(40.171689)	LATITUDE = 40°10'18.94"	(40.171928)
LONGITUDE = 110°25'11.87"	(110.419964)	LONGITUDE = 110°25'16.38"	(110.421217)
NAD 27 (TARGET BOTTOM HOLE)		NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°10'18.23"	(40.171731)	LATITUDE = 40°10'19.09"	(40.171969)
LONGITUDE = 110°25'09.31"	(110.419253)	LONGITUDE = 110°25'13.82"	(110.420506)

**UINTAH ENGINEERING & LAND SURVEYING**  
 85 SOUTH 200 EAST - VERNAL, UTAH 84078  
 (435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 08-13-12	DATE DRAWN: 08-20-12
PARTY C.A. A.S. J.W.	REFERENCES G.I.O. PLAT	FILE BILL BARRETT CORPORATION
WEATHER WARM		